

RECORDATION NO. 17816-B FILED

NOV 01 '04 11:31 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

November 1, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of Notice of Termination of Lease (Partial), dated as of October 28, 2004 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease previously filed with the Commission under Recordation Number 17816.

The name and address of the party to the enclosed document are:

Lessor: The Bank of New York
(successor to U. S. Trust
Company of California)
101 Barclay Street
New York, NY 10286

Lessee: [Denver Rio Grande Western
Railroad Company]
c/o Union Pacific Railroad
1416 Dodge Street
Omaha, Nebraska 68179

Mr. Vernon A. Williams
November 1, 2004
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A description of the railroad equipment covered by the enclosed document is:

All locomotives and railcars identified in Schedules A, D, E, F, H, I, J, K and L attached to Notice.

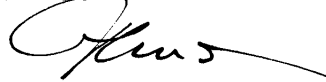
A short summary of the document to appear in the index follows:

Notice of Termination of Lease (Partial)

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anim
Enclosures

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NOTICE OF TERMINATION OF LEASE (PARTIAL)

SURFACE TRANSPORTATION BOARD

The undersigned, BANK OF NEW YORK, not in its individual capacity but solely as Owner Trustee, successor in interest to U.S. TRUST COMPANY OF CALIFORNIA, N.A. acting in the same capacity, Lessor, publishes this notice that the Equipment Lease, dated as of June 1, 1992, as subsequently amended or modified (the "Lease"), between Lessor and UNION PACIFIC RAILROAD COMPANY, successor in interest to The Denver and Rio Grande Western Railroad Company, Lessee, has been terminated as to nine of the twelve categories of locomotives and railcars -- in particular, the locomotives and railcars listed in Category A, D, E, F, H, I, J, K and L as stated in the documents on file at the Surface Transportation Board described in the paragraph below.

The Lease was originally filed with the Surface Transportation Board on June 18, 1992 under Recordation Number 17816, with a subsequent Amendment filed under Recordation No. 17816-A.

As of this date, the Lease remains in effect as to the railcars listed in Category B, C, and G set forth in the filing under Recordation Number 17816.

IN WITNESS WHEREOF, BANK OF NEW YORK has caused this instrument to be executed by its officer thereunto duly authorized this 28th day of October, 2004.

BANK OF NEW YORK, Lessor

By: 

Name: GEOVANNI BARRIS
VICE PRESIDENT

Title: _____

STATE OF _____)
COUNTY OF _____) ss.

On this 28th day of October, 2004, before me appeared Geovanni Barris, to me personally known, who, being duly sworn did say that (s)he is the Vice President of BANK OF NEW YORK, and that said instrument was signed on behalf said corporation by authority of its board of directors and (s)he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.


NOTARY PUBLIC

My Commission Expires:

ROBERT HIRSCH
Notary Public, State of New York
No. 01HI6076679
Qualified in Rockland County
Commission Expires July 1, 2006

				D&RCW	
CAT.	UNITS	DESCRIPTION OF UNITS	MANUFACTURER	YEAR MADE	UNIT NUMBERS
A	197	100-ton open top hopper cars, 3483 cu. ft. capacity	Bethlehem	1976	19195-19223 19225-19234 19236-19258 19260-19394
D	181	100-ton open top quadruple hopper cars, 3483 cu. ft. capacity	Bethlehem	1975	19000-19042 19044-19045 19047-19048 19050-19071 19073-19083 19085-19103 19105-19117 19120 19122-19140 19142-19147 19149-19166 19169-19189 19191-19194
E	48	100-ton Gondola cars, solid bottom, 2294 cu. ft. capacity	Thrall	1977	56375-56383 56385-56412 56414-56424

D&RGW

CAT.	UNITS	DESCRIPTION OF UNITS	MANUFACTURER	YEAR MANF.	UNIT NUMBERS
F	24	100-ton Gondola cars, solid bottom, 3300 cu. ft. capacity	Greenville Steel	1977	31000-31020 31022-31024
H	16	3000 HP (SD40-2) general purpose diesel electric locomotives	General Motors	1975	5356-5359 5361-5371 5373
I	10	3000 HP (SD40-2) general purpose diesel electric locomotives	General Motors	1977	5374-5377 5379-5381 5383-5385
J	152	100-ton open top hopper cars	Bethlehem	1975	16000-16006 16008 16011-16027 16029-16047 16049-16078 16080-16089 16091-16126 16128-16159
K	10	3000 HP (SD40-2) general purpose diesel electric locomotives	General Motors	1974	5341 5345-5346 5348-5350 5352-5355
L	8	3000 HP (GP40-2) general purpose diesel electric locomotives	General Motors	1974	3116 3120-3124 3126 3128
TOTAL					

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

11/1/04



Robert W. Alvord